

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*

Debtors.

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**AMENDMENT TO THE FINAL FEE APPLICATION OF
BINGHAM McCUTCHEN LLP, SPECIAL COUNSEL FOR THE DEBTORS,
FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED**

TO THE HONORABLE JAMES M. PECK,
UNITED STATES BANKRUPTCY JUDGE:

Bingham McCutchen LLP ("Bingham"), special counsel for Lehman Brothers Holdings, Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases (collectively, the "Debtors"), files its Amendment to the Final Fee Application (the "Amendment") amending the amounts of fees accrued and actual and necessary expenses incurred in connection with its representation of the Debtors, pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). In support of this Amendment, Bingham respectfully states as follows:

1. On July 5, 2012, Bingham filed its Final Fee Application (the "Application") [Docket No. 29210], seeking Court approval and allowance for compensation for professional services rendered to the Debtors and reimbursement of actual and necessary expenses incurred from September 15, 2008, through March 6, 2012, in the aggregate of \$23,211,984.57 and \$1,552,282.58, respectively.

2. Since the date of the filing of the Application, five events have occurred which have altered the amounts of fees and/or expenses for which Bingham requests payment. Specifically:

a. On August 21, 2012, Bingham filed its Supplemental Tenth Interim Fee Application through which Bingham amended its Tenth Interim Fee Application to request reimbursement for an additional \$138,082.50 in actual and necessary expense for certain consulting services provided at Bingham's request in connection with its representation of the Debtors [Docket No. 30241]. The work of the consultants was necessary, reasonable, and justified to serve the needs of the Debtors, their estates, and creditors, and Bingham made every effort to minimize its expenses in these cases, which provided a benefit to the Debtors and their estates. On September 21, 2012, the parties filed a Stipulation between Bingham and the Fee Committee regarding the Tenth Interim Fee Application [Docket No. 31056], in which the parties agreed that Bingham should be reimbursed for these consulting services;

b. The Fee Committee performed a retrospective review of Bingham's First through Fifth Interim Fee Applications and agreed Bingham should be awarded an additional \$164,459.36 in fees;

c. Upon agreement with the Fee Committee with respect to the fees and expenses awarded to Bingham for its representation of the Debtors during the Seventh through Tenth Interim Fee Periods, Bingham calculated and agreed to provide a discount of \$750,000.00 pursuant to its agreement with the Debtors;

d. Bingham and the Fee Committee agreed to a reduction of \$10,830.09 in fees and \$26,823.92 in expenses from the amounts requested in Bingham's Seventh through Tenth Interim Fee Applications; and

e. Bingham agreed to an additional reduction in fees requested of \$63,675.00 to reach final agreement with the Fee Committee regarding the fees to be awarded to Bingham for services rendered to the Debtors during the First through Tenth Interim Fee Periods.

3. As a result of the events described in paragraph 2, Bingham and the Fee Committee have agreed to (1) a net reduction in Bingham's total fees requested of \$660,045.73

and (2) a net increase in the amount of reasonable and necessary expenses for which Bingham should be reimbursed of \$111,258.58.

4. By this Amendment, Bingham hereby supplements its pending Application to (1) reduce the amount of fees requested in its Final Fee Application from \$23,211,984.57 to \$22,551,938.84 and (2) increase the amount of the reimbursements sought for expenses from \$1,552,282.58 to \$1,663,541.16. In all other respects, the Application shall remain the same and unaffected by this Amendment. An Amended Summary Statement reflecting the revised fees requested and expenses incurred during the Compensation Period is attached hereto as Exhibit A and made a part hereof.

5. The Amendment was prepared in accordance with: (a) the Administrative Order Re: Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, approved by the Board of Judges on April 19, 1995 (the "Local Guidelines"); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, issued January 30, 1996 (the "UST Guidelines"); and (c) the Fourth Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated April 14, 2011 [Docket No. 15997] (the "Interim Fee Order," and collectively with the Local Guidelines and the UST Guidelines, the "Guidelines"). Pursuant to the Guidelines, a certification regarding compliance with the same is attached hereto as Exhibit B.

6. In preparing this Amendment, Bingham has also reviewed and considered the Fee Committee Reports Pertaining to the Interim Fee Applications of All Retained Professionals (the "Committee Reports") [Docket Nos. 4655, 5104, 6165, 7498, 10947 and 18603, respectively]. Bingham has also received specific guidance from the Fee Committee in connection with the Fee Applications previously submitted and has considered such guidance in preparing this Amendment.

7. Other than pursuant to an Interim Fee Order, Bingham has not received payment or promises of payment from any source for services rendered or to be rendered in these Chapter 11 Cases during the Compensation Period. There is no agreement or understanding between Bingham and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these Chapter 11 Cases. Bingham has not received a security retainer or advance payment for fees and expenses incurred in connection with its representation of the Debtors in these Chapter 11 Cases.

8. Pursuant to the Guidelines, Exhibit A contains an Amended Categorical Summary of Expenses billed during the Compensation Period reflecting the increase of consultant expenses.

9. To the extent that time or expense charges for services rendered or expenses incurred relate to the Compensation Period, but were not processed prior to the preparation of the Application or the Amendment, Bingham reserves any applicable right to request additional compensation for such services and reimbursement of such expenses in a future application or motion, reserving any rights of the Debtors and third parties to object thereto.

10. In sum, the supplemental expense for which reimbursement is sought was necessary and beneficial to the Debtors' estates and reimbursement herein is warranted.

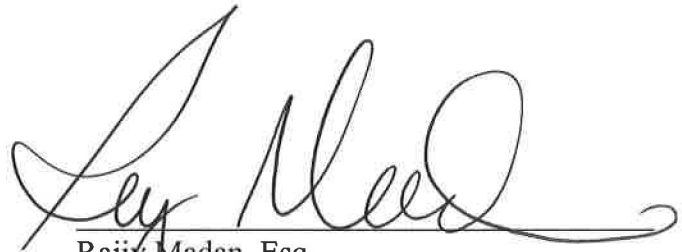
Notice

11. Notice of this Amendment will be served on November 26, 2012, in accordance with the procedures set forth in the second amended order entered on June 17, 2010, governing case management and administrative procedures for these cases [Docket No. 9635] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these Chapter 11 Cases. Notice will also be given to each of the retained professionals in these Chapter 11 Cases. Bingham submits that no other or further notice need be provided.

Conclusion

WHEREFORE Bingham respectfully requests that the Court enter an order (i) awarding Bingham final compensation from the Debtors for fees accrued for actual and necessary professional services rendered during the Compensation Period in the aggregate amount of \$22,551,938.84, (ii) allowing Bingham final reimbursement for actual and necessary expenses incurred during the Compensation Period in the aggregate amount of \$1,663,541.16, and (iii) granting Bingham such other and further relief as it deems just and proper.

Dated: November 26, 2012
Washington, D.C.

A handwritten signature in black ink, appearing to read 'Rajiv Madan', is written over a horizontal line.

Rajiv Madan, Esq.
BINGHAM McCUTCHEN LLP
2020 K Street, N.W.
Washington, D.C. 20006
Telephone: (202) 373-6000
Facsimile: (202) 373-6001

Special Counsel for the Debtors
and Debtors in Possession